



बिहार गजट

असाधारण अंक

बिहार सरकार द्वारा प्रकाशित

30 फाल्गुन 1938 (श10)
(सं0 पटना 220) पटना, मंगलवार, 21 मार्च 2017

सं० 05(बिल्ट्रॉन)-38/2015-242/सू०प्रा०
सूचना प्रावैधिकी विभाग

संकल्प

13 फरवरी 2017

विषय :- बिहार राज्य इलेक्ट्रॉनिक्स विकास निगम लि० के संगम ज्ञापन (Memorandum of Association) में संशोधन एवं वर्तमान संगम अनुच्छेद (Articles of Association) के स्थान पर नया संगम अनुच्छेद (Articles of Association) की स्वीकृति के संबंध में।

बिहार राज्य इलेक्ट्रॉनिक्स विभाग निगम लि० की स्थापना उद्योग विभाग के अंतर्गत राज्य में इलेक्ट्रॉनिक्स उपकरणों के निर्माण को बढ़ावा देने के उद्देश्य से वर्ष 1978 में की गई थी। निगम लगभग पच्चीस वर्षों तक इलेक्ट्रॉनिक्स वस्तुओं यथा-टी0भी0, माईनिंग सेप्टी इक्यूपमेंट, इंटरकॉम आदि का उत्पादन कार्य करती रही है, किन्तु बाजारु स्पर्धा में पिछड़ जाने एवं बदले समाजिक परिवेश के कारण निगम अपने उत्पाद इकाईयों को काफी समय तक चलाने में सक्षम नहीं रहा, फलस्वरूप वर्ष 2003 में राज्य सरकार को निगम के परिसमापन का निर्णय लेना पड़ा।

- कालान्तर में बिहार राज्य इलेक्ट्रॉनिक्स विकास निगम को नवगठित सूचना प्रावैधिकी विभाग में हस्तान्तरित करते हुए सूचना प्रावैधिकी से संबंधित केन्द्र सरकार के परियोजना एन0ई0जी0पी0 के तहत विभिन्न परियोजनाओं के संचालन की जिम्मेवारी सौंपी गयी।
- निगम राज्य सरकार की विभिन्न आई0टी0 परियोजनाओं के संचालन करने में सफल रहा है एवं लगातार पाँच वर्षों तक लाभ अर्जित करने के फलस्वरूप मंत्रिपरिषद् के निर्णय के उपरांत राज्य सरकार के द्वारा निगम के परिसमापन संबंधी निर्णय को वर्ष 2014 में वापस लिया गया है।

4. निगम के स्थापना वर्ष से वर्तमान के क्रियाकलापों में बदलाव हो चुका है। निगम तत्कालीन इलेक्ट्रॉनिक्स वस्तुओं के उत्पादनकर्ता से सूचना प्रावैधिकी संबंधी सेवा प्रदाता बन चुका है।
5. राज्य सरकार के निर्णयानुसार संगम ज्ञापन (Memorandum of Association) के clause V में वर्णित अधिकृत पूंजी (Authorised capital) 5 करोड़ से बढ़ाकर 25 करोड़ किया जा चुका है।
6. अतः राज्य सरकार ने निर्णय लिया है कि बिहार राज्य इलेक्ट्रॉनिक्स विकास निगम लि० के संगम ज्ञापन (Memorandum of Association) के clause III के sub clause A में वर्णित Object के स्थान पर नये Object को शामिल करने तथा संगम ज्ञापन (Memorandum of Association) में वर्तमान कम्पनी अधिनियम, 2013 के आलोक में clause III के sub clause B का शीर्षक बदलने एवं clause III के sub clause C को समाप्त करने हेतु संशोधन किया जाय (अनुलग्नक-1), जिससे वर्तमान में निगम द्वारा विभिन्न विभागों/कार्यालयों में सूचना प्रावैधिकी संबंधित सेवा कार्य निर्बाध गति से सम्पादित किया जा सकेगा। साथ ही निगम के नये संगम अनुच्छेद (Articles of Association) (अनुलग्नक-2) के निर्माण से निगम का संगम अनुच्छेद (Articles of Association) वर्तमान कम्पनी अधिनियम, 2013 के अनुसार अद्यतन हो जायेगा, जिससे वैधानिक कार्यों का सम्पादन वर्तमान कम्पनी अधिनियम, 2013 के अंतर्गत किया जा सकेगा।
7. उक्त संकल्प को दिनांक-07.02.2017 को मद संख्या-28 के रूप में मंत्रिपरिषद के द्वारा स्वीकृति प्रदान की गयी है।

आदेश :- आदेश दिया जाता है कि इस संकल्प को राजकीय राजपत्र के असाधारण अंक में प्रकाशित किया जाय और इसकी प्रति सभी विभाग/विभागाध्यक्ष/प्रमंडलीय आयुक्त/जिलाधिकारी/अनुमंडलाधिकारी को सूचना एवं आवश्यक कार्रवाई हेतु भेजी जाय।

बिहार-राज्यपाल के आदेश से,
 राहुल सिंह,
 सरकार के सचिव ।

**THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF**

BIHAR STATE ELECTRONICS DEVELOPMENT CORPORATION LIMITED

- I. The Name of The Company is **BIHAR STATE ELECTRONICS DEVELOPMENT CORPORATION LIMITED.**
- II. The Registered Office of the Company will be situated in the State of Bihar.
- III. ***(A).** The main objects for which the Company is established are:-
 1. To provide Information Technology to any person, firm, company, trusts, associations, institutions, societies, body corporate, government or government department, local authorities in India and outside India, in the field of Information Technology and related areas and/or to develop procedures, methods, and principles for, and engage in research relating thereto, to carry on the business of designers and manufacturers, buyers, sellers, assemblers, exporters, importers, distributors, agents, hirers, and dealers of and as maintenance and service engineers, and system engineers, of mainframe, mini, micro and personal computer systems and process control systems and computer peripherals and accessories including floppy disk drivers, hard disk drivers, printers, readers, tape drivers, cartridge, plotters, magnetic or otherwise, recording heads, CRT terminals and display systems, cables, interfaces, computer ribbons, stationery, furniture and control valves, instruments, transducers, recorders, measuring devices and computer hardware including large systems, mini, micro systems and personal computers and process control systems and hardware and soft wares in computer and electronics.
 2. To carry on the business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centres or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centres using owned /hired or third party infrastructure and equipment, providing recruitment and HR related services, providing and taking personnel / consultants/ human resources to / from other organizations, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services like call Centre Management, Medical and legal transcription, data processing, Back office processing, Accounting, HR and payroll processing, Insurance claims processing, Credit Card processing, loans and letters of credit processing, cheque processing, data warehousing and database management, to carry on the

** Altered in terms of necessary approval of Government of Bihar and subsequent approval of the members at _____ Extra Ordinary General Meeting of the Company held on _____ on vide resolution no. _____.*

business of manufacturing, dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerised telecommunication systems and network, their components, spare parts, equipments and devices and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for Networking and network management, data centre management and in providing consultancy services in all above mentioned areas.

3. To develop, provide, undertake, design, import, export, distribute and deal in Systems and application software for microprocessor based information systems, off shore software development projects, internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Intranet website applications solutions software enterprise, resource planning, e-commerce, value added products and other business applications either for its own use for sale in India or for export outside India and to design and develop such systems and application software for and on behalf of manufacturers owners and users of computer, telecom, digital, electronic equipments in India or elsewhere in the world.
4. To manufacture, sell, export, import all kinds of electric & electronic components capable of being used in Electrical & mechanical and electronic Industries including Computers telecommunications to carry our software research and development, to design and develop system software, application software and any other software in India and abroad to start Integrated services Digital Local Network (ISDLAN) dial for data Centres technology parks, wide area network Internet, user net, cyber café services in India and abroad.
5. To carry on the business of providing Manpower placement and recruiting, Selecting, Interviewing, Training and Employing Programmers, Stenographers, Data Entry Operators, IT boys and girls required by various undertaking, institutions, associations, local authorities, departments of government and to conduct employment bureau and to provide consultancy and other services in connection with requirements of persons and manpower supply in India and abroad.

***(B). Matters which are necessary for furtherance of the objects specified in sub-clause A above are:**

1. To buy, repair alter and deal in such apparatus, machinery, material and articles of all kinds capable of being used for the purposes of the business carried on by the Company.
2. To establish, own, acquire, run superintend, manage or control laboratories, research stations, factories and other works, and other establishments and auxiliaries for the manufacture of the Company or for providing the raw materials and facilities for and in connection with its manufactures or other business or businesses.

** Amended in terms of necessary approval of Government of Bihar and subsequent approval of the members at _____ Extra Ordinary General Meeting of the Company held on _____ on vide resolution no. _____.*

3. To enter into technical and financial collaboration with foreign and Indian Collaborators for the manufactures of the Company.
4. To undertake and execute contracts for works involving the supply or use of any machinery in which the Company deals, component parts, spare parts and accessories and fittings of all kinds for the articles and things mentioned above or used in or capable of being used in connection with the manufactures, maintenance and working thereof and to carry out any ancillary or other works comprised in such contracts.
5. To enter into arrangements or agreements with any company or persons for obtaining by grant, license or in other terms, formulate and other rights and benefits, technical information, know-how and expert guidance and equipment and machinery for the production and manufacture in India of the articles and things mentioned above and to arrange facilities for training of technical personnel by them.
6. To arrange for education and training of skilled personnel and to provide entrepreneurs, managerial training and help other institutions in organizing entrepreneurial development training, to organize for this purpose courses on different aspects of management, industrial production, cost control, marketing, etc, and to provide technical and other staff to small and medium industries of making arrangements for training of skilled labour including establishment of training workshops.
7. To acquire by concession, grant purchase, barter, licence or otherwise, either absolutely or conditionally, and either alone or jointly with others, any land, building, machinery, plant, utensils, works, conveniences and other movable and immovable property of any description, and any patents, trademarks, technical know-how, drawings, concessions, privileges and other rights for the objects and business of the Company or convenient for the purpose of the company and to pay for such land, buildings, works property or right or any other property and right purchased or other securities of the company or by cash or otherwise dispose of or turn to account the same at such times and in such manner and for such consideration as may be deemed proper or expedient.
8. to apply for, purchase or otherwise, acquire and protect prolong and renew whether in India or elsewhere any patents, patent rights, brevetsd' inventions, limited right to any invention, secret or other information which may seem capable or the acquisition of which may seem calculated directly or indirectly, to benefit the Company in connection with its business and to use, exercise, develop, manufacture under licences or grant or privileges in respect of or otherwise turn to account any patents, property, rights, inventions secrets or information so acquired and to spend moneys in experimenting upon, testing, improving or seeking to improve any patents. Property right inventions, secrets or information so acquired or proposed to be acquired.
9. To construct, maintain, improve, mange, work control and superintend any roadways, tramways, railways, bridges, reservoirs, watercourses, furnaces, hydraulic works electrical works, factories, whares, shops and other works and conveniences for the attainment of the main objects of the Company and to contribute, to subsidise or otherwise aid or take part in any such operations for the purposes of the Company.
10. To enter into arrangements with any Government or authorities Central, State, Municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government of State or Authority any rights, privileges and concessions which the Company may think fit desirable to obtain in connection with its business and to carry out and comply with any such arrangements, and to exercise, dispose of or otherwise turn to account, any such rights, privileges and concessions.

11. To enter into partnership, or into any arrangement for sharing profits, amalgamation, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in, or about to carry on or engage in, or to amalgamate with any other company having objects altogether or in part similar to those of this Company and to guarantee the contracts of or otherwise assist or subsidise any such person or company and to place, take or otherwise acquire, to be interested in, hold, sell, deal in and dispose of shares, stocks debentures and other securities of any such company.
12. To promote, form and register, and aid in the promotion, formation and registration of any company or companies subsidiary or otherwise for the purpose of acquiring all or any of the property, rights and liabilities of this company, or for any other purpose which, seem directly or indirectly calculated to benefit this company and to be interested in, or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and other securities in or of any such company for all or any of the objects mentioned in this Memorandum and to subsidise or otherwise assist any such company.
13. To purchase or otherwise acquire and undertake the whole or any part of the business, goodwill, property, rights, assets and carry on any business similar to that of this company or possessed of the property or rights suitable for any of the purposes of this company.
14. To sell, improve, alter, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the business, land, properties, assets, and rights and generally the resources and undertakings of the company in such manner and on such terms as may be deemed fit, and in particular for shares, stock and other securities of any other company having objects altogether or in part similar to those of this Company.
15. To invest and deal with the moneys of the Company not immediately required upon such securities or investments and in such manner as may from time to time be determined.
16. To apply for tender purchase or otherwise acquire contracts, licences and concessions for or relating to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
17. To grant aid, scholarship, subsidy, loans etc. for advanced studies in connection with the objects of the company in or outside India to deserving persons where the Company is assured of good returns for the attainment of the objects of the Company.
18. To receive moneys or deposits or loans for financing the business of the Company upon such terms, as may be thought fit. The company shall not however carry on any banking business as defined in the Banking Regulation Act, 1949. The Company shall however comply with the provisions of section 58-A of the Companies Act, 1956 and the rules framed there under.
19. To lend money on property or on hypothecation or pledge of movable property or without security to such person and on such terms as may seem expedient in connection with the business of the company and in particular to customers and persons having dealing with the company. The company shall not carry on any banking business as defined in the Banking Regulation Act, 1949.
20. To borrow or secure the payment of money in such manner as the Company shall think fit in particular, by the issue of debentures or debenture- stock, perpetual or otherwise, charged upon all or any of the company's property (both present and futures) including its uncalled capital and to purchase redeem and pay off any such securities.

21. To draw, make, accept, execute and issue bills of exchange, promissory notes, bills of landing, warrants, debentures and other negotiable or transferable instruments or securities in connection with the business of the Company.
22. To create any depreciation fund, reserve, sinking fund, insurance fund or any special or other fund whether for repairing, extending or maintaining any property of the company or for redemption of the debentures or redeemable preference shares of any other purpose whatsoever conducive to the interest of the Company.
23. To distribute in the case of winding up of the company, any of the property of the company amongst the members in specie or kind but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
24. To pay costs, charges and expenses of and incidental to promotion, formation, registration and establishment of the company and the issue of its capital and charges in connection therewith and to remunerate (by cash or other assets or by allotment of fully or partly paid up shares or by a call or option of shares, debenture, debentures stock or securities of this or any other Company or in any other manner, whether out of the company's capital or profits or otherwise) any person/ persons, or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the company's capital or any debentures or debenture-stock or other securities of the company or in the conduct of its business or introducing any property or business to the Company or for any other reason which the company thinks proper.
25. To provide for the welfare of employees or ex-employees of the company and the wives and families or the dependants or connection of such persons by building or contributing to the building of houses or by grants of money, pensions, allowances, compensation or other payments, or from time to time, by crating and subscribing or contributing to provident fund and other funds, institutions or trusts and by providing or subscribing or contribution towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the company shall think fit.
26. To adopt such means of making known the business and the products of the company as may seem expedient, and in particular, by advertising in the press, by circulars, by purchase or exhibition of works of art interest, by publication of books and periodicals and by granting prizes, rewards and donations, not amounting to political contribution.
27. Upon any issue of shares, debentures, or other securities of the Company, to employ brokers, commission agents and underwriters and provide for the remuneration of such persons for their services by payment in cash or by the issue, of shares, debentures or other securities of the company, by the granting of option to take the same or in any manner allowed by law.
28. To procure the registration or other recognition of the company in any country, state or place outside India and to establish and maintain legal registers and branch places of business in any part of the world.
29. To subscribe, contribute, or grant money to any charitable, benevolent, religious, social, scientific, national or other funds, institutions or objects and to any individual or body unless otherwise prohibited by law.
30. To undertake and execute any trusts the undertaking whereof may be desirable in connection with the business of the Company either gratuitously or otherwise.
31. To advertise, demonstrate, exhibit, broadcast any place or places or in whatsoever manner found expedient, the products, manufactures, and other products or materials of this Company and to give away or distribute things

which may be useful for, conducive to or beneficial for the company, its employees, other dependents and customers, whethers, directly or indirectly.

32. To establish, provide, maintain and conduct or otherwise subsidies research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and to carry on with all scientific and technical researches, and technical investigation and invention by providing subsidizing, endowing to assisting laborites, work-shops, libraries, lecture, meeting and conferences and by or teachers and by providing for the ward of scholarships, prizes, grants and bursaries to students or independent students or otherwise, and generally to encourages, promote and reward such studies, researches, investigation, experiments, tests, and inventions of which the Company is authorized to carry on.

IV. The liability of members is limited

- *V.** The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore) divided into 25,00,000 (Twenty Five Lacs) equity share of Rs. 100/- (Rupees One Hundred) each.

**Authorised capital increased from Rs.5,00,00,000/- (Rupees Fiver Crore) to Rs. 25,00,00,000/- (Rupees Twenty Five Crore only)in terms of necessary approval of Government of Bihar and subsequent approval of the members at _____ Extra Ordinary General Meeting of the Company held on _____ on vide resolution no. _____,*

We the persons, whose names, addresses and descriptions are subscribed hereunder are desirous of being formed into a Company in pursuance of the this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names:

Sl . No.	Name, Address, Occupation & Description of the subscriber's and his/her father's/husband's name	Numbers of Equity Shares taken by each subscribers	Signature of Subscribers	Name, Address, Occupation & Descriptions of the witness and his/her father's/ husband's name
For and on behalf of Governor of Bihar:-				
1.	Shri vallabh Saran S/o Shri Kaushal Kishore Saran New Secretariat, Patna Government Service	100 (One Hundred)	Sd/- (S.V. Saran)	Witness to Signatories One to Seven, Sd. Shri Nand Bahadur, Service, C/o Thakur Vaidyanath Aiyar & Co. Chartered Accountants, Fraser Road, Patna.

Sl . No.	Name, Address, Occupation & Description of the subscriber's and his/her father's/husband's name	Numbers of Equity Shares taken by each subscribers	Signature of Subscribers	Name, Address, Occupation & Descriptions of the witness and his/her father's/ husband's name
For and on behalf of Governor of Bihar:-				
2.	Ravindra Kumar Sinha S/o Shri-Balram Kumar Sinha New Secretariat, Patna, Government Service	100 (One Hundred)	Sd/- (R.K. Sinha)	Witness to Signatories One to Seven, Sd. Shri Nand Bahadur, Service, C/o Thakur Vaidyanath Aiyar & Co. Chartered Accountants, Fraser Road, Patna.
3.	Devi Saran Sinha S/o Late Yadunath Prasad Sinha New Secretariat, Patna, Government Service	100 (One Hundred)	Sd/- (D.S. Sinha)	
4.	Ramanand Choudhary S/o Late Bindhyanath Choudhary New Secretariat, Patna. Government Service	100 (One Hundred)	Sd/- (R.N. Choudhary)	
5.	Chandan Kumar Basu S/o Shri Kamal Kumar Bose New Secretariat, Patna. Government Service	100 (One Hundred)	Sd/- (C.K. Basu)	
6.	Krishna Chandra Jha S/o Shri Harish Chandra Jha New Secretariat, Patna. Government Service	100 (One Hundred)	Sd/- (K.C. Jha)	
7.	Amar Nath Tatarway S/o Shri Sharda Prasad New Secretariat, Patna. Government Service	100 (One Hundred)	Sd/- (A.N. Tatarway)	
		Total 700 (Seven hundred Equity shares)		

Place : Patna, Dated, the 2nd day of February 1978.

*** (THE COMPANIES ACT, 2013)**
(PUBLIC COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
BIHAR STATE ELECTRONICS DEVELOPMENT CORPORATION LIMITED
(A Company incorporated under the Companies Act, 1956)

1. Subject to anything to the contrary hereinafter provided, the regulations contained in Table F of the First Schedule (Schedule I) of the Companies Act, 2013 shall apply to this Company unless inconsistent with the provisions contained in these Articles.
2. Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Companies Act 2013 or any Statutory modification thereof in force at and from the date at which these regulations become binding on the Company.
3. The regulation for the management of the Company and for the observance of the members thereof and their representatives shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alteration of its regulation by special resolution, as prescribed or permitted by the Act, be such as are contained in these Articles.

*** *The instant Article of Association replaced the erstwhile Article of Association of the Company in terms of the necessary approval of Government of Bihar and subsequent approval of the members at ____ Extra Ordinary General Meeting of the Company held on _____ on vide resolution no. _____, text of which is reproduced hereunder:***

4. The Company is a Government Company within the meaning of Section 2(45) of the Companies Act, 2013 and all the exemptions, privileges, rights, obligations, restrictions applicable to a government company under the Companies Act, 2013 and any rules, regulations, notifications made under the said Act or any modifications thereof shall also apply to this Company notwithstanding anything contained in these Articles of Association.

INTERPRETATION

5. In these Regulations:-

- i.** "Act" means the Companies Act, 2013, and any statutory modification thereof, and includes any rules, regulations, notifications made there under.
- ii.** "Alter" or "Alteration" includes the making of additions, omissions and substitutions.
- iii.** "Articles" means the Articles of Association of the Company as originally framed or as altered from time to time.
- iv.** "Authorised Capital" or "Nominal Capital" means such capital as is authorised by the Memorandum of the Company to be the maximum amount of share capital of the Company.
- v.** "Board of Directors" or "Board", in relation to the company, means the collective body of the directors of the company.
- vi.** "Body Corporate" or "Corporation" includes a Company incorporated outside India, but does not include –
 - a.** a Co-operative Society registered under any law relating to co-operative societies; and
 - b.** any other body corporate (not being a company as defined in the Companies Act), which the Central Government may, by notification, specify in this behalf.
- vii.** "Books of Account" includes records maintained in respect of–
 - a.** All sums of money received and spent by the company and matters in relation to which the receipts and expenditure take place;
 - b.** all sales and purchases of goods and services by the company;
 - c.** the assets and liabilities of the company; and
 - d.** the items of cost as may be prescribed under section 148, only if and when the company is specified by Central Government in the class of Companies falling under that section.
- viii.** "Branch Office" means any establishment described as such by the Company.

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- ix.** "Called up Capital" means part of the unpaid Capital which has been called up for payment.
- x.** "Company" means **BIHAR STATE ELECTRONICS DEVELOPMENT CORPORATION LIMITED.**
- xi.** "Company Limited by Shares" means the company having the liability of its members limited by the memorandum to the amount, if any, unpaid on the shares respectively held by them.
- xii.** "Debenture" includes debenture stock, bonds or any other instrument of the company evidencing a debt, whether constituting a charge on the assets of the company or not.
- xiii.** "Deposit" shall have and carry the same meaning as defined under Indian Companies Act at any time or from time to time and any modifications thereof.
- xiv.** "Depository" means a depository as defined in section 2(1)(e) of the Depositories Act, 1996.
- xv.** "Derivative" means the derivative as defined in section 2(ac) of the Securities Contracts (Regulation) Act, 1956.
- xvi.** "Director" or "Directors" means a Director appointed or nominated to the Board of the Company and includes persons occupying the position of the Directors by whatever names called.
- xvii.** "Dividend" includes any interim dividend.
- xviii.** "Documents" include summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of the Act or under any law for the time being in force or otherwise, maintained on paper or in electric form.
- xix.** "Expert" includes a Chartered Accountant, a Company Secretary, a Cost Accountant, an Engineer, a valuer and any other person who has the power or authority to issue a Certificate in pursuance of any law for the time being in force.
- xx.** "Free Reserve" means such reserves which, as per the latest audited Balance Sheet of the company, are available for distribution as dividend: **provided** that
- a.** any amount representing unrealised gains, notional gains or

revaluation of assets, whether shown as a reserve or otherwise; or

- b.** any change in carrying amount of an asset or of a liability recognised in equity, including surplus in profit and loss account on measurement of the asset or the liability at fair value;

shall not be treated as Free Reserve.

- xxi.** "General Meeting" shall collectively refer to Annual General Meetings, Extra-ordinary General Meetings or any other meeting of any class or classes of shareholders or members of the company.
- xxii.** "Government" means the Govt. of Bihar, unless stated otherwise.
- xxiii.** "Governor" means the Governor of Bihar, unless stated otherwise.
- xxiv.** "Independent Director" means an independent director referred to in section 149(6) of the Act.
- xxv.** "Interested Director" means a director who is in any way, whether by himself or through his relative, firm, body corporate or other association of individuals in which he or his relative is a partner, director or a member, interested in a contract or arrangement, or proposed contract or arrangement, entered into or to be entered into by or on behalf of the company.
- xxvi.** "In writing" or "written" means and includes words printed, lithographed, represented or reproduced in any mode, or in any visible form.
- xxvii.** "Issued Capital" means such capital as the company issues from time to time for subscription.
- xxviii.** "Member", in relation to the company, means –
 - a.** the subscriber to the memorandum of the company who shall be deemed to have agreed to become member of the company either in his individual capacity or on behalf of the Government of Bihar, and on its registration, shall be entered as member in its register of members;
 - b.** every other person who hold the shares in his name either in his own behalf or on behalf of the president of India or the

Government of any state or on behalf of government of India or government of any state or national territory or on behalf of any other person or company or body corporate or institution, at any time or from time to time and whose name has been entered in the register of members of the company.

c. every person holding shares of the company and whose name is entered as a beneficial owner in the records of a company/ depository.

xxix. "Memorandum" means the memorandum of association of the company as originally framed or as altered from time to time.

xxx. "Month" means the calendar month.

xxxi. "Office" means the Registered Office of the Company for the time being.

xxxii. "Paid-up Share Capital" or "Share capital Paid-up" means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid-up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the company, but does not include any other amount received in respect of such shares, by whatever name called.

xxxiii. "Prescribed" means prescribed by rules, regulations or notifications made under this Act.

xxxiv. "Register" means the register of members to be kept in pursuance to the provision of the Act.

xxxv. "Related Party" and "Relative" shall have the same meaning as defined /notified under section 2(76) and section 2(77), respectively, of the Act.

xxxvi. "Seal" means the Common Seal of the Company.

xxxvii. "Tribunal" means National Company Law Tribunal (NCLT) or such other board, court or authority as vested with the power of tribunal for the time being on the specific or related matter.

xxxviii. "Voting Right" means the right of a member of the company to vote in any meeting of the company or by means of postal ballot.

PUBLIC LIMITED COMPANY

6. The Company is a Public Company within the meaning of Section 2(71) of the Companies Act, 2013, limited by shares, and is and shall remain to be a Government company as long as not less than fifty-one (51) percent of the paid-up share capital in the company is held either by the Central Government or one or more State Government or Governments or partly by Central Government and partly by one or more State Governments, whether directly or indirectly.

SHARES, DEBENTURES AND DEPOSITS**AUTHORIZED CAPITAL**

7. The Authorized Share Capital of the Company shall be such amounts and may be divided into such number of shares of such value and class as is described in Clause V of the Memorandum of Association, either as originally framed or altered from time to time.

ALTERATION OF SHARE CAPITAL

8. Subject to approval of Government of Bihar, the company shall have power to alter its Memorandum in General Meeting so as to increase, cancel, consolidate, divide, convert, sub-divide its shares or share capital, as described below, in accordance with the provisions of Section 61 and other related provisions or rules under the Companies Act, 2013:

- (A) increase its authorised share capital by such amount as it thinks expedient;
- (B) consolidate and / or divide all or any of its share capital in to shares of a larger amount than its existing shares;
- (C) convert all or any of its fully paid-up shares into stock, and re-convert that stock into fully paid up shares of any denomination;
- (D) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;

(E) cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled;

Provided that the cancellation of shares due to the reasons of sub-clause (A) to (E) above, of this clause, shall not be deemed to be a reduction of share capital.

(F) to make such other alterations /modifications /amendments /cancellations in the share capital of the company to the extent not restricted or prohibited either under the law or any of the provisions under this Articles of Association.

NUMBERING OF SHARES

9. Every share in the company shall be distinguished by its distinctive number except a share held by a person whose name is entered as holder of beneficial interest in such share in the records of the company/depository.

ALLOTMENT AND ISSUE OF SHARES

10. The shares in the company shall be under the control of the Board who may issue or allot the same, from time to time, in such manner and on such terms and conditions as the Board may deem fit, subject to the provisions of the Act and any further provision contained in these Articles of Association.

Provided that any further allotment of shares in the company shall only be made in the name of Governor of Bihar, as further issue of capital or otherwise, without offering the shares to the existing shareholders holding shares for and on behalf of Governor of Bihar, unless directed otherwise by the Government of Bihar and allotment to any other person (not being an existing shareholder), upon Government's approval, may be made either on private placement basis or public offer or any other mode or method as provided under the Act.

11. (A) No allotment of any securities of the company offered to the public for subscription shall be made unless the amount stated in the prospectus as the minimum amount has been subscribed and the sums payable on

application for the amount so stated have been paid to and received by the company by cheque or other instrument.

- (B)** The amount payable on application on every security shall not be less than five percent of the nominal amount of the security or such other percentage or amount, as may be specified under the act and / or by the Securities and Exchange Board, as and where applicable, by making regulations in this behalf.
- (C)** If the stated amount has not been subscribed and the sum payable on application is not received within a period of Thirty days from the date of issue of prospectus, or such other period specified under the act and / or by the Securities and Exchange Board, as and where applicable, by the Securities and Exchange Board, the amount received under Article 11 shall be returned within such time and in manner as prescribed under the Act.
- (D)** Notwithstanding anything contained herein, the Company shall be entitled to dematerialise its shares, debentures, and other securities pursuant to the Depositories Act, 1996 and offer its shares, debentures and other securities for subscription in a dematerialised form.

CERTIFICATE OF SHARES

- 12. (A)** A certificate, issued under the common seal of the company, specifying the shares held by any person, shall be prima facie evidence of the title of the person to such shares.
- (B)** A duplicate certificate of shares may be issued if such certificate:
 - i.* is proved to have been lost or destroyed; or
 - ii.* has been defaced, mutilated or torn and is surrendered to the company.
- (C)** A share certificate may be sub-divided or consolidated.
- (D)** Where a share is held in depository form, the record of the depository shall be the prima facie evidence of the interest of the beneficial owner.

VARIATION OF SHAREHOLDERS' RIGHTS

13.(A) Where and whenever the share capital of the company is divided into different classes of shares, the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or by means of a special resolution passed at a separate meeting of the holders of the issued shares of that class **provided** that such variation is not prohibited by the terms of issue of the shares of that class:

Provided further that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of the Act shall apply to such variation.

(B) Where the holders of not less than Ten percent of the issued shares of a class did not consent to such variation or did not vote in favour of the special resolution for the variation, they may apply to the Tribunal, within twenty-one days of such consent or passing of resolution, to have the variation cancelled and where any such application is made, the variation shall not have effect unless and until it is confirmed by the Tribunal.

CALLS ON SHARES AND FORFEITURE

14. Where any calls for further share capital are made on the shares of a class, such calls shall be made on a uniform basis on all shares falling under that class.

If a member fails to pay any call, or a instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

If the requirements of such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

COMPANY TO ACCEPT UNCALLED MONEY FOR SHARE CAPITAL

- 15. (1)** The company may, accept from any member, the whole or a part of the amount remaining unpaid on any shares held by him, even if no part of that amount has been called up.
- (2)** A member shall not be entitled to any voting rights in respect of the amount paid by him until that amount has been called up.

DIVIDEND AND RESERVE

- 16.** The company, may, pay dividends in proportion to the amount paid-up on each share as per the provisions of the Act. **However**, the company, may, before the declaration of any dividend in any financial year, transfer such percentage of its profits for that financial year as it may consider appropriate to the Reserves of the company or credit to the Profit and Loss Account of the Company and the amounts or the part of the amounts of such Reserves or Profits may be utilised by the company in such manner and for such purposes as may be prescribed or provided under the Act.

ISSUE OF SHARES ON PREMIUM

- 17 (A).** The company may issue shares / securities on premium as per the provisions of the Act and where the company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount or value of the premium on those shares / securities shall be transferred to an account, to be called, "Securities Premium Account".
- B.** The Securities Premium Account may be applied by the company:
- (i)** towards the issue of unissued shares of the company to the members of the company as fully paid bonus shares;
 - (ii)** in writing off the preliminary expenses of the company;
 - (iii)** in writing off the expenses of or the commission paid or discount allowed on any issue of shares or debentures of the company;
 - (iv)** in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the company
- or,**
- (v)** for the purchase of its own shares or other securities.

ISSUE OF SHARES AT DISCOUNT

18. The company is prohibited from issuing the shares at discount except in the case of Sweat Equity Shares.

ISSUE OF SWEAT EQUITY SHARES

19. The Company may issue sweat equity shares of a class of shares already issued by the company subject to the approval of the Government of Bihar and further in accordance with the provisions of the Act. The rights, limitations, restrictions and provisions, as are for the time being applicable to equity shares, shall be applicable to the sweat equity shares issued and holders of such shares shall rank pari-passu with other equity shareholders.

ISSUE AND REDEMPTION OF PREFERENCE SHARES

20. The company may, issue preference shares which are liable to be redeemed within a period not exceeding Twenty Years from the date of their issue **provided** that the company may issue preference shares for a period exceeding Twenty Years for infrastructure projects, subject to the redemption of such percentage of shares, as may be prescribed under the Act, on an annual basis, at the option of such preferential shareholders.

ISSUE OF BONUS SHARES

21. The company, may, by passing ordinary resolution and subject to approval of Government of Bihar, issue fully paid-up bonus shares to its members, in any manner whatsoever, out of—
- a.* its free reserves;
 - b.* the securities premium account; or
 - c.* the capital redemption reserve account.

Provided that no issue of bonus shares shall be made by capitalising reserves created by the revaluation of assets and no bonus shares shall be issued in lieu of dividend.

Provided further that no fully paid bonus shares shall be issued by capitalising profits or reserves if company is in default of payment of any interest or principal or debts or dues of the nature or items as provided under the Act in respect thereto.

REDUCTION OF SHARE CAPITAL

22. The company by special resolution and subject to confirmation by the Tribunal and in accordance with the provisions of the Act, may, reduce the share capital in any manner and in particular, may—

(a) extinguish or reduce the liability on any of its shares in respect of the share capital not paid-up; or

(b) either, with or without extinguishing or reducing liability on any of its shares:

i. cancel any paid-up share capital which is lost or is unrepresented by available assets; or

ii. pay off any paid-up share capital which is in excess of the wants of the company, alter its memorandum by reducing the amount of its share capital and of its shares accordingly;

Provided that no such reduction shall be made if the company is in arrears in the repayment of any deposits accepted by it or the interest payable thereon.

POWER OF COMPANY TO PURCHASE ITS OWN SECURITIES

23. The company shall not provide any loan or give guarantee or provide security or give any other financial assistance to any person for the purpose of, or in connection with, the purchase or subscription made or to be made for any shares in the company.

24. The company may, in accordance with the provisions and subject to limitations and restrictions provided under the Act, purchase its own shares or other specified securities out of:

i. its free reserves; or

ii. the securities premium account; or

iii. the proceeds of the issue of any shares or other specified securities.

TRANSFER OF SUMS TO CAPITAL REDEMPTION RESERVE ACCOUNT

25. Whenever the company purchases its own shares out of Free Reserves or Securities Premium Account, a sum equal to the nominal value of the shares so purchased shall be transferred to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in the Balance Sheet.

The Capital Redemption Reserve Account may be applied by the company, in paying up unissued shares of the company to be issued to members of the company as fully paid Bonus Shares.

BUY-BACK OF SHARES

26. Subject to the provisions of the Act or any other law for the time being in force and notwithstanding anything contained in these Articles of Association, in respect thereto, the company may buy-back its own shares or other specified securities at any time or from time-to-time.

TRANSFER AND TRANSMISSIONS OF SHARES

27. Unless otherwise any contrary direction received from the Government of Bihar, shares held in the name of shareholders on behalf of Governor of Bihar, shall be transferred to the persons notified by the Government of Bihar, from time-to-time.

LIEN

28. The Company shall have a first and paramount lien upon all the shares (not being a fully paid up share) for all monies, whether presently called or payable or not, or to be called or payable at a fixed time in respect of that share and on all shares (not being a fully paid up share) standing registered in the name of a single person for all monies presently payable by him or his estate to the company. The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares. **Provided** that the Board may, at any time, declare any share to be wholly or in part exempt from the provisions of this clause.

DEBENTURES

29. The company may, in accordance with the provisions of the Act, issue debentures with or without option to convert such debentures into shares, either wholly or partly, at the time of redemption and issue of such debentures shall be approved by a special resolution passed at a general meeting.

Provided that if the company issues Convertible Debentures the further approval of the Government of Bihar shall be required.

ACCEPTANCE OF DEPOSITS

30. The company may, subject to provisions of the Act and any rules or regulations framed there under, accept deposits from persons other than its members.

REGISTERS

31. The company shall keep and maintain the following Registers apart from other Registers and Records that may be required to be kept under the Act:
- a) Register of members indicating separately for each class of equity and preference shares held by each member residing in or outside India;
 - b) Register of debenture-holders; and
 - c) Register of any other security holders.

POWER TO CLOSE REGISTER OF MEMBERS OR DEBENTURE HOLDERS OR OTHER SECURITY HOLDERS

32. The company may, after giving notice in a daily English and Local language Newspaper and also after publishing on company's website, close the register of members or the register of debenture holders or the register of other security holders for any period or periods not exceeding in the aggregate Forty-Five days in each year and provided that the length of continuous closer of Registers shall not exceed Thirty Days at any one time.

GENERAL MEETINGS**ANNUAL GENERAL MEETING (AGM)**

33. Subject to the provisions of the act, the company shall, in each year, hold in addition to any other meetings, a general meeting as its annual general meeting and shall specify the meeting as such in the notices calling it and not more than Fifteen months shall elapse between the date of one annual general meeting of a company and that of the next.

EXTRA ORDINARY GENERAL MEETING (EOGM)

34. Apart from Annual General Meetings, as mentioned above, the company may as per Section 100 of the Act, call extra ordinary general meetings whenever it deems fit. The shareholders holding not less than one-tenth of paid-up share capital carrying right to vote on those shares may also requisition Extra-ordinary General Meeting in accordance with the provisions of the Act.

NOTICE OF MEETINGS AND STATEMENT ANNEXED TO NOTICE

35. A General meeting of the company, whether Annual or Extra-ordinary, may be called by giving not less than clear Twenty-One day's notice either in writing or through electronic mode.

Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than Ninty-Five percent of the members entitled to vote in the meeting.

36. The notice of every meeting of the company shall be given to –
- (a) every member of the company, legal representative of any deceased member or the assignee of an insolvent member;
 - (b) the auditor or auditors of the company; and
 - (c) every director of the company.

Accidental omission of service of notice to any of the above persons shall not invalidate the proceedings of the meeting.

A statement setting out the material facts concerning each item of business to be transacted at the general meetings shall be annexed, wherever required, to the notice calling the meeting.

QUORUM FOR MEETINGS

37. A. (i) Five members personally present, if the number of members as on the date of meeting is not more than one thousand;
- (ii) Fifteen members personally present, if the number of members as on date of meeting is more than one thousand but up to five thousand;
- (iii) Thirty members personally present, if the number of members as on the date of meeting of the company exceeds five thousand.
- B. If the quorum is not present within half-an-hour from the time appointed for holding a meeting of the company—

- (i) the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine; or
- (ii) the meeting, if called by requisitionists as per the provisions of section 100 of the Act, shall stand cancelled.

Provided that in case of an adjourned meeting or of a change of day, time or place of meeting, not less than three days notice shall be given to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the company is situated.

- C. If at the adjourned meeting also, a quorum is not present within half an-hour from the time appointed for holding meeting, the members present, not being less than two, shall be the quorum.

CHAIRMAN OF GENERAL MEETINGS

- 38. The chairman of the Board shall also be the chairman of the General Meetings. However, if the chairman is not present within half-an-hour from the time appointed for the meeting, the members personally present at the meeting shall elect one of themselves to be the chairman by show of hands or by poll, if demanded.

PROXIES

- 39. Proxies may be appointed by any member of a company entitled to attend and vote on poll. The proxy shall have no right to speak in the meeting or to vote on show of hands. A representative appointed by corporate shareholders shall enjoy all rights and privileges as given to a member attending the meeting in person.

ADJOURNMENT OF MEETING

- 40. The Chairman may, with the consent of any Meeting at which a Quorum is present, and shall, if so directed by the Meeting, adjourn the Meeting from time to time and from place to place and may adjourn the Meeting for bona fide reasons and the adjourned meeting may be reconvened on such date and time as the meeting or the chairman may direct.

VOTING AT THE MEETING

41. Every member whose name is entered in Register of Members of the company shall have right to vote in the meetings with respect to his paid-up shares or shares treated as paid-up by the company. However, no member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the company has exercised any right of lien.
42. At any general meeting, a resolution put to the vote on the meeting shall, unless a poll is demanded under section 109 or the voting is carried out electronically, be decided on a show of hands.
43. Subject to provisions above, a member may exercise his right to vote at any general meeting by electronic means and company may pass any resolution by electronic voting system.
44. At any general meeting, a resolution put to the vote of the meeting shall, unless a poll is ordered to be taken by the chairman or the poll is demanded under section 109 or the voting is carried out electronically, be decided on a show of hands.
45. On show of hands, every member present in person shall have one vote and on poll every member or his duly appointed proxy shall have one vote for each paid up capital held by him in the company.

POSTAL BALLOT

46. The company shall, on applicability of required provisions to it under the Act and the rules, and may, in accordance with the provisions of the Act and the rules made there under transact businesses through postal ballot.

CIRCULATION OF MEMBERS RESOLUTION

47. The company shall, on receipt of requisition from members holding not less than one-tenth of the paid-up capital carrying voting rights, give notice to the members of resolutions intended to be moved and shall also circulate any statement relating to matters under proposed resolution in accordance with the provisions of the Act and the provisions of the Act and rules made there under in this respect shall be applicable.

REPRESENTATION OF PRESIDENT AND GOVERNORS IN A MEETING

- 48.** The President of India and the Governor of any state of India, if he / she is a shareholder of the company, may appoint such person as they think fit to act as their representative at any meeting of the company or at any meeting of any class of members of the company. The person appointed shall be deemed to be a member of the company and shall be entitled to exercise the same right and powers, including the right to vote by proxy and postal ballot, as the President or Governor could exercise as a member of the company.

BOARD OF DIRECTORS**DIRECTORS**

- 49. (i)** The company shall have a Board of Directors consisting of individuals as directors and shall have a minimum number of three directors and a maximum of fifteen directors.
- (ii)** The company may appoint more than fifteen directors after passing a special resolution.
- (iii)** The Directors shall not be required to hold qualification shares in the company.
- 50.** The Directors in the company shall be appointed by Government of Bihar from and amongst Principal Secretary / Secretary / Experts of any department and the individuals so appointed or nominated shall be treated and regarded as Nominee Directors.
- 51.** Notwithstanding anything contained above, the Government of Bihar may nominate or appoint any other person as Managing Director, Additional Directors, Casual Directors or Directors in the company, at absolute discretion, and the persons so nominated or appointed need not be a Govt. employee. Any Nominee Director of the company shall not be required to retire by rotation.
- 52.** Subject to consent of Government of Bihar, the Directors in the Company may also be nominated by Banks, Financial Institutions, Investors or other stakeholders or shareholders pursuant to any contract or agreement or arrangement or otherwise.

53. Persons joining or replacing or taking charge on the post of Principal Secretary/Secretary/Experts in the respective department, as mentioned in clause 50 herein above, as held by a Nominee Director of Govt. of Bihar, shall be deemed to be Director nominated by Government of Bihar in replacement or in place of the Nominee Director holding that post immediately before relinquishing that post.
54. The Government of Bihar may replace, remove or relinquish a person nominated / appointed by him as a director of the company.
55. The directors, may, in accordance with the provisions of the Act, be paid such remuneration, allowances, fees, commissions, bonus, shares in profit, re-imbursment of expenses or other charges or payments as approved by the Government of Bihar.

INDEPENDENT DIRECTORS AND WOMEN DIRECTORS

56. The company, upon applicability of the provisions of section 149 or other related provisions of the Act or rules made there under, shall appointed at least two (2) persons as Independent Directors on its Board and the persons so appointed shall not be liable to retire by rotation. The appointment of Independent Directors shall be proposed by the Board of directors and recommended for consent to the Government of Bihar and thereafter on receiving his consent shall be confirmed by the shareholders of the company in General Meeting.
57. On falling under the list of the companies prescribed under section 149 of the Act, the company shall appoint at least One (1) Women Director whom shall be either a nominee or an independent director and the provisions under these Articles of Association or under the Act as applicable to an independent or nominee director shall mutatis mutandis apply to such women director.

MANAGING DIRECTOR

58. The Managing Director shall be nominated by Government of Bihar and shall be responsible for all day to day affairs of the company as required under the Act and including the responsibilities and powers delegated to or vested in him either by the Board of Directors or shareholders or the Government of Bihar or under any bylaws or regulations of the company as duly approved by the Board or Shareholders of the company.

DISQUALIFICATIONS FOR APPOINTMENT OF DIRECTORS

- 59.** The provisions of the Act in respect of Disqualifications for Appointment of Directors shall apply to this company only to the extent applicable to a Government Company under the Act or the rules made / to be made there under.

RESIGNATION OF DIRECTORS

- 60.** A director may resign from his office by giving a notice in writing to the company and the Board shall, on receipt of such notice, take note of the same and the company shall intimate the Registrar within such time as may be prescribed and shall also place the act of such resignation in the report of directors laid in the immediately following general meeting of the company.

The resigning director shall also forward a copy of his resignation along with detailed reasons for the resignation to the Registrar within such time and in such manner as may be prescribed under the Act.

The resignation of a director shall take effect from the date on which the notice is received by the company or the date, if any, specified by the director in the notice, whichever is later.

REMOVAL OF DIRECTORS

- 61.** The Company may, by ordinary resolution and in accordance with other applicable provisions of the Act, remove a director, except the nominee directors and a director appointed by the Tribunal under section 242 of the Act, before the expiry of the period of his office after giving him a reasonable opportunity of being heard.

Provided that the director who was removed from office shall not be re-appointed as a director of the company by the Board of Directors.

APPOINTMENT OF KEY MANAGERIAL PERSONNEL

- 62.** Upon applicability of the provision of Section 203 of the Act to the company, the following Whole-time Key Managerial Personnel shall be appointed:-

- a.** Managing director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- b.** Company secretary; and
- c.** Chief Financial Officer.

CHAIRMAN OF THE BOARD

63. The Chairperson of the Board of Directors of the company shall be nominated by Government of Bihar and in cases where no chairperson is nominated or at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of that specific meeting.
64. The chairman shall have the right to call for any document, register or information for verification or inspection either for reviewing the periodical progress or work of the company or for verification of departmental working or functioning or for any other legal purpose.
65. In situations of emergency, the chairman is authorized to take all decisions and exercise all the powers as vested in the Board, without having to requisition a Board Meeting (in cases where decision by circulation to Board is not possible), **provided** that ratification of such decision in the forthcoming General Meeting shall be required.

MEETINGS OF BOARD

66. The company shall hold the minimum of four meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board. Any Director may participate in the meeting through video conferencing or other audio visual means.

NOTICE OF BOARD MEETINGS

67. At least seven days notice in writing shall be given to every director at their address registered with the company or at their official address either by hand delivery, or by post or by electronic means. A meeting may also be called at shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting and in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one independent director, if any.

QUORUM FOR MEETINGS OF BOARD

68. The quorum for a meeting of the Board of Directors of the company shall be one-third of its total strength or two directors, whichever is higher, and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum.

PASSING OF RESOLUTION BY CIRCULATION

- 69.1. No resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the directors, or members of the committee, as the case may be, at their addresses registered with the company in India or at their official address by hand delivery or by post or by courier, or through such electronic means as may be prescribed under the Act or the rules and the resolution has been approved by a majority of the directors or members, who are entitled to vote on the resolution.

Provided that, where not less than one-third of the total number of directors of the company for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board.

2. Resolution under Article 69 shall be noted at a subsequent meeting of the Board or the committee thereof, as the case may be, and made part of the minutes of such meeting.

DEFECTS IN APPOINTMENT OF DIRECTORS NOT TO INVALIDATE ACTIONS**TAKEN**

70. No act done by a person as a director shall be deemed to be invalid, notwithstanding that it was subsequently noticed that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provision contained in the Act or in these Articles of the company:

Provided that nothing shall be deemed to give validity to any act done by the director after his appointment has been noticed by the company to be invalid or to have terminated.

POWERS OF BOARD

- 71.1. Subject to restrictions contained these Articles of Association, the Board of Directors of the company shall be entitled to exercise all such powers, and to do all such acts and things, as the company is authorised to exercise and do. **Provided** that the Board shall not exercise any power or do any act or thing which is directed or required, whether under the Act or the rules made there under, to be exercised or done by the company in general meeting.
2. No regulation made by the company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
3. The following powers shall only be exercised by the Board through a resolution passed in a meeting of Board of Directors of the Company:—
- a. to make calls on shareholders in respect of money unpaid on their shares;
 - b. to authorise buy-back of securities under section 68;
 - c. to issue securities, including debentures, whether in or outside India;
 - d. to borrow monies;
 - e. to invest the funds of the company;
 - f. to grant loans or give guarantee or provide security in respect of loans;
 - g. to approve financial statement and the Board's report;
 - h. to diversify the business of the company;
 - i. to approve amalgamation, merger or reconstruction;
 - j. to take over a company or acquire a controlling or substantial stake in another company or firm;
 - k. any other matter which may be prescribed by Central Government pursuant to section 179 of the Act.

DELEGATION OF POWERS BY BOARD

72. The Board may, by a resolution passed at a meeting, delegate to any committee of directors, the managing director, the manager or any other principal officer of the company or in the case of a branch office of the company, the principal officer of the branch office, the powers specified in sub-clauses (d) to (f) of Article 71 on such conditions as it may specify.

RESTRICTIONS ON POWERS OF BOARD

73. The Board of Directors of the company shall exercise the following powers only with the consent of the members of the company by a special resolution and approval of Government of Bihar:

- a.* to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.
- b.* to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation;
- c.* to borrow money, where the money to be borrowed together with money already borrowed, will exceed the aggregate of company's paid-up capital and free reserve, apart from temporary loans obtained from the company's bankers in ordinary course of business & providing security for such loans;
- d.* expenditures relating to CSR or Charitable nature where the amount of such expenditure in a financial year exceeds 5% of the average net profits of the company made during the three immediately preceding financial years.
- e.* to remit, or give time for the repayment of, any debt due from a director.

74. The following powers shall only be exercised by the Board of Directors of the Company subject to approval of Government of Bihar:

- a.* Alteration of Share Capital of the company
- b.* Issue of Sweat Equity Shares by the company
- c.* Issue of Bonus Shares by the company

- d.* Allotment of Equity or Preference Shares to persons other than Government of Bihar
- e.* Any variation in the right of shareholders
- f.* Issue of Convertible Debt instruments
- g.* Appointment of Directors other than Independent Directors, Managing Director and Directors Nominated by Government of Bihar
- h.* Remuneration and other payments to Directors
- i.* Any Alteration in Memorandum of Association of the Company
- j.* Any Alteration in Articles of Association of the Company
- k.* Matters under Article 73 above
- l.* Such other matters of policy or important nature as the Board of Directors considers fit or appropriate for approval of Government of Bihar
- m.* Any other matter either directed by the Government of Bihar for such approval or required under any rules, regulations, notifications or directions of Government of Bihar.

POWER FOR BORROWING FUND AND PROVIDING SECURITY

- 75.** Subject to provisions of the Act, the company may borrow money from Banks, financial institutions, persons, companies, corporations, institutions and governments. **Provided** that where the money to be borrowed, together with the money already borrowed by the company will exceed the aggregate of its paid-up capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, the approval of shareholders shall be required.

Subject to provisions in Article 73(c), the Directors may, from time to time, secure the payment of such borrowing in such manner and upon such terms and conditions in all respects as they deem fit and in particular by the issue of bonds or debentures or by pledge, mortgage, charge or any other security on all or any properties of the Company, including its uncalled capital for the time being.

OPERATION OF BANK ACCOUNTS

76. The Directors shall have the power to open bank accounts, to sign cheques, and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies or bills and may authorize any other person or persons to exercise such powers for and on behalf of the company.

COMMITTEES

77. The company shall, in accordance with the provisions of the Act, constitute such committees as statutorily required to be constituted under the provisions of the Act and the Board of the company may constitute such other committee or committees consisting of Directors, officers or employees of the company or other persons, experts or professionals as the Board may think fit and may also appoint the chairman and / or secretary of such committees and further delegate the powers to be exercised by the committees in its meeting. The minutes of the meeting of the committees shall be placed before the Directors for confirmation in the subsequent meeting of the Board of Directors of the company.

AUDIT COMMITTEE

78. Subject to the provisions of Section 177 of the Act, the company shall constitute a Audit Committee of the Board consisting of three and more directors with independent directors forming a majority.

CONTRIBUTION BY COMPANY AND RESTRICTIONS THEREOF

79. The Board of Directors of the company may, in accordance with the provisions of the Act, donate or contribute to bona fide charitable and other funds. **Provided** that prior permission of the company in general meeting shall be required for such contribution in case any amount the aggregate of which, in any financial year, exceed Five percent of its average net profits for the three immediately preceding financial years.
80. The company shall not contribute or make donation to any political party or to any organisation or person, who is carrying on any political activity or, as per reasonable belief, is likely to carry on any political activity with the fund contributed or donated by the company or for any political purpose. .

CONTRIBUTION TOWARDS NATIONAL DEFENCE FUND

- 81.** The Board of Directors of the company or any person or authority duly authorized by the Board of Directors or, in lieu, the shareholders in general meeting, may notwithstanding anything contained in sections 180, 181 and 182 or any other provision of the Act or any other instrument relating to the company, contribute such amount as it thinks fit to the National Defence Fund or any other fund approved by the Central Government for the purpose of national defence in accordance with the provisions of section 183 of the Act and the amounts of such contribution shall be disclosed in the Profit & Loss Account of the Company in the financial year to which the contribution relates.

ACCOUNTS AND AUDIT**ACCOUNTS**

- 82.** The Company shall prepare and keep at its registered office books of accounts and other relevant papers and financial statements which give true and fair view of the state of the affairs of the company, including that of its branch offices, if any, and explain the transactions effected both at the registered office and its branches. The Books of Accounts and related papers and vouchers shall be preserved at least for eight years.

Provided that all or any of the books of accounts aforesaid and other relevant papers may be kept at such other place in India as the Board may decide and where such a decision is taken, the company shall, within seven days thereof, file with the registrar a notice in writing giving the full address of that other place and also the company may keep such books of account or other relevant papers in electronic mode in such manner as may be prescribed under the Act.

The books of accounts and other related documents and papers maintained by the company within India shall be open for inspection at the registered office of the company or at such other place in India by any director, during business hours.

AUDIT

- 83.1.** The Board or Audit Committee shall appoint internal auditors in the company and get the accounts of the company internally audited either annually or periodically at such intervals as the Board of directors or the Audit Committee of the Company may deem appropriate or as may be required under the Act or any other laws.
2. The accounts of the company shall also be audited annually by the statutory auditors duly appointed by CAG and the statutory audited accounts shall be reviewed by the office of CAG.

MISCELLANEOUS

CORPORATE SOCIAL RESPONSIBILITY

- 84.** Subject to the provisions of section 135 of the Act, the company shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director and the activities under the Corporate Social Responsibility may be taken up or carried by the company itself or through a registered and recognised society or trust or through a company incorporated under section 8 of the Act.

GOVERNMENT'S POWER TO REVIEW

- 85.** Notwithstanding anything to the contrary contained in these Articles, the Govt. of Bihar may review the work and progress of the Company, hold enquiries in to affairs thereof, get the accounts of the Company audited or re-audited by any internal auditor and issue directions, as deemed appropriate, to the Company.

WINDING UP

- 86.** Winding up, when necessary, will be done in accordance with the provisions and requirements of the Act or the rules or regulations made or notified there under or statutory modifications thereto.

SECRECY

- 87.** Subject to the provisions of law of land and the act, every manager, auditor, trustee, member of a committee, officer servant, agent accountant or other persons employed in the business of the company shall, if so required by the Board of Directors before entering upon his duties, sign, declaration, pledging himself to observe strict secrecy

respecting all transactions of the Company with its customers and the state of account with individuals and in matters relating thereto and shall by such declaration pledge himself, not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the directors or by any court of law and except so far as may be necessary in order to comply with any of the provisions in these presents.

INDEMNITY

88. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

We the persons, whose names, addresses and descriptions are subscribed hereunder are desirous of being formed into a Company in pursuance of the this Article of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names:-

Sl . No.	Name, Address, Occupation & Description of the subscriber's and his/her father's/husband's name	Numbers of Equity Shares taken by each subscribers	Signature of Subscribers	Name, Address, Occupation & Descriptions of the witness and his/her father's/husband's name
	For and on behalf of Governor of Bihar:-			
1.	Shri vallabh Saran S/o Shri Kaushal Kishore Saran New Secretariat, Patna Government Service	100 (One Hundred)	Sd/- (S.V. Saran)	Witness to Signatories One to Seven, Sd. Shri Nand Bahadur, Service, C/o Thakur Vaidyanath Aiyar & Co. Chartered Accountants, Fraser Road, Patna.
2.	Ravindra Kumar Sinha S/o Shri-Balram Kumar Sinha New Secretariat, Patna, Government Service	100 (One Hundred)	Sd/- (R.K. Sinha)	
3.	Devi Saran Sinha S/o Late Yadunath Prasad Sinha New Secretariat, Patna, Government Service	100 (One Hundred)	Sd/- (D.S. Sinha)	
4.	Ramanand Choudhary S/o Late Bindhyanath Choudhary New Secretariat, Patna. Government Service	100 (One Hundred)	Sd/- (R.N. Choudhary)	
5.	Chandan Kumar Basu S/o Shri Kamal Kumar Bose New Secretariat, Patna. Government Service	100 (One Hundred)	Sd/- (C.K. Basu)	

Sl. No.	Name, Address, Occupation & Description of the subscriber's and his/her father's/husband's name	Numbers of Equity Shares taken by each subscribers	Signature of Subscribers	Name, Address, Occupation & Descriptions of the witness and his/her father's/husband's name
6.	Krishna Chandra Jha S/o Shri Harish Chandra Jha New Secretariat, Patna. Government Service	100 (One Hundred)	Sd/- (K.C. Jha)	Witness to Signatories One to Seven, Sd. Shri Nand Bahadur, Service, C/o Thakur Vaidyanath Aiyar & Co. Chartered Accountants, Fraser Road, Patna.
7.	Amar Nath Tatarway S/o Shri Sharda Prasad New Secretariat, Patna. Government Service	100 (One Hundred)	Sd/- (A.N. Tatarway)	
		Total 700 (Seven hundred Equity shares)		

Place : Patna, Dated, the 2nd day of February 1978.

अधीक्षक, सचिवालय मुद्रणालय,
 बिहार, पटना द्वारा प्रकाशित एवं मुद्रित।
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